



L010000000168

ACCOUNT NO. : 072100000032

REFERENCE : 953368 4321024

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 185.00

ORDER DATE : January 4, 2001

ORDER TIME : 10:0 AM

ORDER NO. : 953368-005

CUSTOMER NO: 4321024

500003522935--5

CUSTOMER: Michael C. Slotnick, Esq
Rasco Reining & Perez
Professional Association
2nd Floor
283 Catolonia Blvd.
Miami, FL 33134

DOMESTIC FILING

NAME: MARMORSTEIN INTEREST

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

JB
14-01

01 JAN -4 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

RECEIVED
01 JAN -4 PM 10:43
DIVISION OF CORPORATION

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

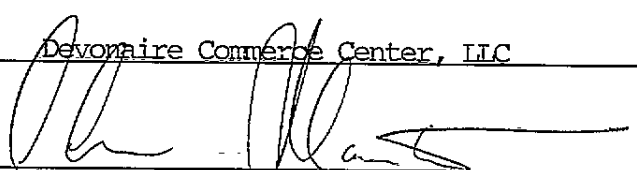
Irwin Marmorstein, as to an undivided one-half interest, and Elmer Marmorstein, as to an undivided one-half interest, as tenants in common

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: November 1, 1984
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Devonaire Commerce Center, LLC


Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Elmer Marmorstein
Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

Audit No. H01000000660 0

This instrument was prepared by:

Salomon B. Esquenazi, Esq.

Rasco, Reininger & Perez, P.A.

INHS11(10/99)

283 Catalonia Avenue, 2nd Floor

Coral Gables, FL 33134

(305) 476-7100

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN -6 AM 11:45

APPROVED
AND
FILED

Audit No. H01000000660 0

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I. Name

The name of the Limited Liability Company is:

DEVONAIRE COMMERCE CENTER, LLC

ARTICLE II. – Address

The mailing address and street address of the principal office of the Limited Liability Company is:

12466 S.W. 128TH Street
Miami, Florida 33186

**ARTICLE III. – Registered Agent, Registered Office,
& Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

**Elmer Marmorstein
12466 S.W. 128TH Street
Miami, Florida 33186**

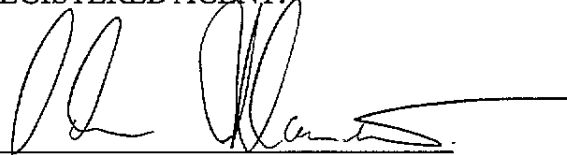
Audit No. H01000000660 0
This instrument was prepared by:
Salomon B. Esquenazi, Esq.
Rasco, Reininger & Perez, P.A.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
(305) 476-7100
Bar No. 992038

01 JAN -6 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

Audit No. H01000000660 0

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

REGISTERED AGENT:

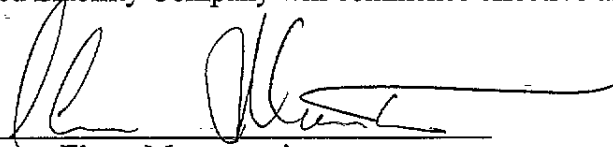

Elmer Marmorstein

ARTICLE IV. – Management:

X The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The name and address of such initial manager who is to serve as manager is:

Elmer Marmorstein
12466 S.W. 128th Street
Miami, Florida 33186

The existence of the Limited Liability Company will commence effective as of January 1, 2001.


Elmer Marmorstein

Signature of a member or authorized representative of a member.
In accordance with section 608.408(3), Florida Statutes,
the execution of this document constitutes an
affirmation under the penalties of perjury that the
facts stated herein are true.

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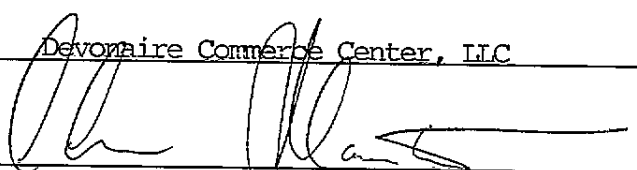
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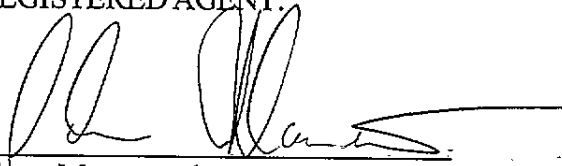
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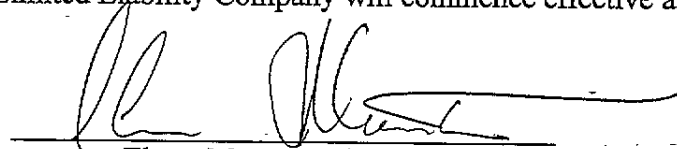

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